

RESOLUTION NO. LPIC2004-01

A RESOLUTION OF THE LODI PUBLIC IMPROVEMENT CORPORATION
APPROVING THE FORMS AND AUTHORIZING THE EXECUTION AND DELIVERY OF
AN INSTALLMENT PURCHASE CONTRACT AND A TRUST AGREEMENT IN
CONNECTION WITH CITY OF LODI WASTEWATER SYSTEM REVENUE
CERTIFICATES OF PARTICIPATION, 2004 SERIES A; AND APPROVING AND
AUTHORIZING CERTAIN OTHER MATTERS RELATED THERETO

WHEREAS, the City of Lodi, a municipal corporation duly organized and existing under and by virtue of the Constitution and laws of the State of California (the "City") owns and operates a municipal wastewater system (the "System"), to provide for the collection, treatment, and disposal of wastewater; and

WHEREAS, the City proposes to make certain additions, betterments, extensions, replacements, and improvements to the System (the "Project"); and

WHEREAS, the Lodi Public Improvement Corporation (the "Corporation") is a nonprofit public benefit corporation formed for the purpose of assisting the City in financing capital improvements such as the Project; and

WHEREAS, the Corporation has agreed to assist the City by acquiring or causing the acquisition of the Project and selling the Project to the City pursuant to the terms of an Installment Purchase Contract (the "Installment Purchase Contract"); and

WHEREAS, pursuant to the Installment Purchase Contract, the City will be obligated to make installment payments (the "Installment Payments") to the Corporation as the purchase price of the Project; and

WHEREAS, the Corporation will assign certain of its rights under the Installment Purchase Agreement, including its rights to receive the Installment Payments to Union Bank of California, N.A. (the "Trustee") pursuant to a Trust Agreement (the "Trust Agreement") between the Corporation and the Trustee; and

WHEREAS, pursuant to the Trust Agreement, the Trustee is to execute and deliver City of Lodi Wastewater System Revenue Certificates of Participation, 2004 Series A (the "Certificates"), evidencing the proportionate interests of the owners thereof in the Installment Payments; and

WHEREAS, the proceeds of the sale of the Certificates are to be applied, among other things, to the costs of the Project as provided in the Trust Agreement; and

WHEREAS, all acts, conditions and things required by the laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the transactions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Corporation is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions, for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE LODI PUBLIC IMPROVEMENT CORPORATION, AS FOLLOWS:

Section 1. The Board of Directors of the Corporation hereby specifically finds and determines it is desirable and furthers the Corporation's public purpose to assist the City in the financing of the Project as provided in the Installment Purchase Contract and the Trust Agreement and that the statements, findings and determinations of the Corporation set forth above and in the preambles of the documents approved herein are true and correct.

Section 2. The Installment Purchase Contract, in the form presented at this meeting and on file with the Secretary of the Corporation, and the performance by the Corporation of its obligations thereunder, are hereby approved. The President and the Treasurer of the Corporation, each acting singly, are hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the City the Installment Purchase Contract in substantially said form, with such changes therein as such officer executing such document may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The Trust Agreement, in the form presented at this meeting and on file with the Secretary of the Corporation, and the performance of by the Corporation of its obligations thereunder, are hereby approved. The President or the Treasurer of the Corporation, each acting singly, are hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the Trustee the Trust Agreement in substantially said form, with such changes therein as such officer executing such document may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Secretary of the Corporation is hereby authorized and directed to attest the signatures of the President and the Treasurer of the Corporation, as may be required or appropriate, in connection with the execution and delivery of the Installment Purchase Contract, the Trust Agreement and the Certificates.

Section 5. Each officer of the Corporation is hereby authorized and directed, acting singly, to do any and all things and to execute and deliver any and all documents which they may deem necessary or desirable in order to consummate the transactions authorized hereby and to consummate the sale, execution and delivery of the Certificates and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution, the Installment Purchase Contract the Trust Agreement and the Certificates; and all such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 6. This Resolution shall take effect immediately upon its passage.

Dated: April 27, 2004

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I hereby certify that Resolution No. LPIC2004-01 was passed and adopted by the Board of Directors in a special meeting held April 27, 2004, by the following vote:

AYES:	DIRECTORS – Beckman, Hitchcock, Howard, Land, and President Hansen
NOES:	DIRECTORS – None
ABSENT:	DIRECTORS – None
ABSTAIN:	DIRECTORS – None



SUSAN J. BLACKSTON
City Clerk

Approved As to Form:



Stephen Schwabauer
Interim City Attorney